

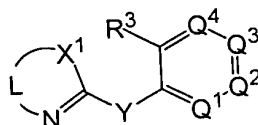
Application. No. 10/775,980  
Amdt. dated March 23, 2006  
Reply to Office Action of February 17, 2006

**Amendments to the Claims:**

This listing of claims will replace all prior versions, and listings, of claims in the application:

**Listing of Claims:**

Claim 1. (currently amended) A compound having the structure:



or any pharmaceutically-acceptable salt thereof, wherein:

L is  $-C(R^1)=C(R^2)-$  or  $-C(R^2)=C(R^1)-$ ;

$Q^1$  is  $N$  or  $-C(R^5)$ ;

$Q^2$  is  $N$  or  $-C(R^6)$ ;

$Q^3$  is  $N$  or  $-C(R^7)$ ;

$Q^4$  is  $N$  or  $-C(R^6)$ ;

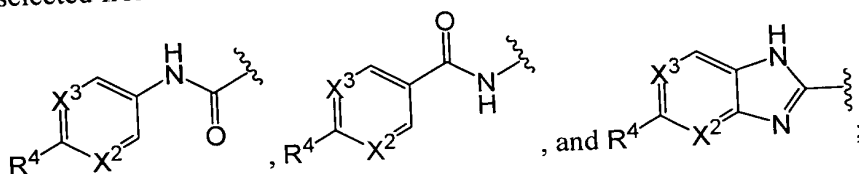
$X^1$  is NH, S, S=O, S(=O)<sub>2</sub> or O;

$X^2$  is  $N$  or  $-C(R^8)$ ;

$X^3$  is  $N$  or  $-C(R^9)$ ;

Y is NH, C(R<sup>10</sup>)(R<sup>11</sup>), or C(=O);

R<sup>1</sup> is selected from



R<sup>2</sup> is H, C<sub>1-2</sub>alkyl, -CF<sub>3</sub>, -NH<sub>2</sub>, -OH, -OCH<sub>3</sub>, F, Cl or Br;

R<sup>3</sup> is halo, C<sub>1-6</sub>alkyl, C<sub>1-4</sub>haloalkyl, -N(H)C<sub>1-4</sub>alkyl, -N(C<sub>1-4</sub>alkyl)C<sub>1-4</sub>alkyl or -OC<sub>1-4</sub>alkyl;

R<sup>4</sup> is Br, I, C<sub>2-6</sub>alkyl, C<sub>1-4</sub>haloalkyl, -C(=O)R<sup>b</sup>, -OR<sup>b</sup>, -(C<sub>1-4</sub>haloalkyl)OH, -N(C<sub>1-2</sub>alkyl)C<sub>1-2</sub>alkyl or -CN; wherein if Y is CH<sub>2</sub> and R<sup>3</sup> and R<sup>5</sup> are both Cl, then R<sup>4</sup> is other than isopropyl;

R<sup>5</sup> is, independently in each instance, H, halo, C<sub>1-6</sub>alkyl, C<sub>1-4</sub>haloalkyl, -N(H)C<sub>1-4</sub>alkyl, -N(C<sub>1-4</sub>alkyl)C<sub>1-4</sub>alkyl or -OC<sub>1-4</sub>alkyl;

R<sup>6</sup> is, independently in each instance, H, F, C<sub>1-6</sub>alkyl, C<sub>1-4</sub>haloalkyl, -N(R<sup>a</sup>)R<sup>a</sup>, -OR<sup>a</sup>, -S(=O)<sub>2</sub>N(R<sup>a</sup>)R<sup>a</sup>, -C(=O)N(R<sup>a</sup>)R<sup>a</sup>, or -N(R<sup>a</sup>)C(=O)R<sup>b</sup>;

R<sup>7</sup> is H, F, C<sub>1-6</sub>alkyl, C<sub>1-4</sub>haloalkyl, -N(R<sup>a</sup>)R<sup>a</sup>, -OR<sup>a</sup>, -S(=O)<sub>2</sub>N(R<sup>a</sup>)R<sup>a</sup>, -C(=O)N(R<sup>a</sup>)R<sup>a</sup>, or -N(R<sup>a</sup>)C(=O)R<sup>b</sup>;

R<sup>8</sup> is H, halo, C<sub>1-6</sub>alkyl, C<sub>1-4</sub>haloalkyl, -N(H)C<sub>1-4</sub>alkyl, -N(C<sub>1-4</sub>alkyl)C<sub>1-4</sub>alkyl or -OC<sub>1-4</sub>alkyl;

R<sup>9</sup> is H, halo, C<sub>1-6</sub>alkyl, C<sub>1-4</sub>haloalkyl, -N(H)C<sub>1-4</sub>alkyl, -N(C<sub>1-4</sub>alkyl)C<sub>1-4</sub>alkyl or -OC<sub>1-4</sub>alkyl;

R<sup>10</sup> is H, F, C<sub>1-6</sub>alkyl, C<sub>1-4</sub>haloalkyl, -N(R<sup>a</sup>)R<sup>a</sup>, or -OR<sup>a</sup>;

R<sup>11</sup> is H, F, C<sub>1-6</sub>alkyl, C<sub>1-4</sub>haloalkyl, -N(R<sup>a</sup>)R<sup>a</sup>, or -OR<sup>a</sup>;

R<sup>a</sup> is, independently at each instance, H or C<sub>1-6</sub>alkyl; and

R<sup>b</sup> is, independently at each instance, C<sub>1-6</sub>alkyl.

Claims 2-5 (cancelled)

Claim 6. (previously submitted) A pharmaceutical composition comprising a compound according to Claim 1 and a pharmaceutically-acceptable diluent or carrier.

Claim 7. (cancelled)

Claim 8. (previously submitted) A compound according to Claim 1, wherein X<sup>1</sup> is NH.

Claim 9. (previously submitted) A compound according to Claim 1, wherein X<sup>1</sup> is S.

Claim 10. (previously submitted) A compound according to Claim 1, wherein X<sup>1</sup> is O.

Claim 11-13. (cancelled)

Claim 14. (previously submitted) A compound according to Claim 1, wherein Y is NH.

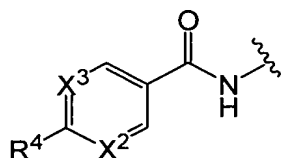
Claim 15. (previously submitted) A compound according to Claim 1, wherein Y is  $C(R^{10})(R^{11})$ .

Claim 16. (previously submitted) A compound according to Claim 1, wherein Y is  $CH_2$ .

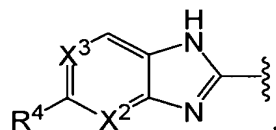
Claim 17. (previously submitted) A compound according to Claim 1, wherein  $R^1$  is:



Claim 18. (previously submitted) A compound according to Claim 1, wherein  $R^1$  is



Claim 19. (previously submitted) A compound according to Claim 1, wherein  $R^1$  is



Claim 20. (previously submitted) A compound according to Claim 1, wherein  $R^4$  is Br, I, t-butyl, isobutyl, n-butyl, sec-butyl, ethyl, n-propyl or  $C_{1-4}$ haloalkyl.